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11 Qualcomm Incorporated

12 **UNITED STATES BANKRUPTCY COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
14 **SAN FRANCISCO DIVISION**

15 In re
16 **GABRIEL TECHNOLOGIES CORP., et al.,**
17 Debtors.

Case No. 13-30340-DM
(Case No. 13-30341)

CHAPTER 11

(Jointly Administered)

**DECLARATION OF ALI M.M.
MOJDEHI, ESQ. IN SUPPORT OF
MOTION BY QUALCOMM
INCORPORATED, PURSUANT TO 11
U.S.C. § 1112 FOR CONVERSION TO
CASES UNDER CHAPTER 7 OR, IN
THE ALTERNATIVE, FOR
APPOINTMENT OF A CHAPTER 11
TRUSTEE, FOR CAUSE**

Date: May 10, 2013
Time: 10:00 a.m.
Court: Courtroom No. 22
235 Pine Street, 22nd Floor
San Francisco, CA
Judge: Hon. Dennis Montali

18 I, Ali M.M. Mojdehi, declare as follows:

19 **1.** I am an attorney at law duly licensed to practice before all courts of the State of
20 California and the United States District Court for the Northern District of California. I am a
21 partner in the law firm of Cooley LLP ("Cooley"), counsel for Qualcomm Incorporated
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23
24

1 (“Qualcomm”), judgment creditor of the above-captioned debtors and debtors-in-possession
2 (together, the “Debtors”).

3 **2.** I make this Declaration in support of Qualcomm’s Motion, Pursuant to 11 U.S.C.
4 § 1112, for Conversion to Cases under Chapter 7, or in the Alternative, for Appointment of a
5 Chapter 11 Trustee, for Cause (the “Motion”). The facts set forth herein are personally known to
6 me and, if called as a witness, I could and would competently testify thereto. All capitalized
7 terms used but not defined herein shall have the meaning ascribed to them in the Memorandum of
8 Points and Authorities in support of the Motion, filed concurrently herewith.

9 **3.** I appeared and actively participated on behalf of Qualcomm at the Debtors’
10 Meeting of Creditors, held on March 12, 2013.

11 **4.** At the conclusion of the Meeting of Creditors, I requested and received an audio
12 transcript on CD from the U.S. Trustee (the “Audio Transcript”).

13 **5.** Upon my return to San Diego on March 13, 2013, I gave the Audio Transcript to
14 my assistant, Andrea Behrend, and asked her to have the Audio Transcript transcribed into
15 written form (the “Written Transcript”).

16 **6.** I verify that the Written Transcript attached to the Request for Judicial Notice,
17 filed concurrently herewith, as **Exhibit 31** is, based upon my recollection of the event, an
18 accurate reflection of what transpired at the Meeting of Creditors.

19 **7.** At the Meeting of Creditors, I requested a copy of the Debtors’ D&O policy and a
20 schedule of advances made to the Debtors by Board members.

21 **8.** On March 18, 2013, I followed up with Debtors’ counsel on that request in
22 writing, and Debtors’ counsel responded the following day with .pdf copies of certain D&O
23 policy documents. A true and correct copy of the D&O policy documents sent to me by Debtors’
24 counsel on March 19, 2013 are attached hereto as **Exhibit 1-1** and **1-2**.

25 **9.** On March 26, 2013, Debtors’ counsel sent to me a .pdf copy of a 2011 Note
26 Purchase Agreement. Upon review of that agreement, I followed up with Debtors’ counsel and
27 asked him to send me the “Bond Collateral Guaranty Agreement” referenced in the Note
28 Purchase Agreement (the “Bond Guaranty Agreement”).

10. On March 28, 2013, Debtors' counsel responded to my request with .pdf copies of both the Bond Guaranty Agreement (a true and correct copy of which is attached hereto as **Exhibit 2**) and a Warrant Reinstatement Agreement referenced therein (a true and correct copy of which is attached hereto as **Exhibit 3**).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 3rd day of April, 2013, at San Diego, California.

/s/ Ali M.M. Mojdehi

Ali M.M. Mojdehi